

MEMORANDUM OF NON-DRILLING OIL AND GAS LEASE

West Virginia

The undersigned Dale L. Whitlatch and Susan M. Whitlatch, his wife,
 of RR 5 Box 156 Moundsville WV 26041 as Lessor
 and **TriEnergy Holdings, LLC, P.O. Box 89, Sewickley, PA 15143**, as Lessee, entered into an Oil and
 Gas Lease as of the 13 day of August, 2010. Said lease covers all that certain tract of land
 situate in the District of Clay, in Marshall County, State of West Virginia, bounded and
 described generally as follows:

On the North by: n/f:

On the East by: n/f:

On the South by: n/f:

On the West by: n/f:

Tax Parcel No: 4-11-25 and 4-11-26

Containing 0.57 acres, more or less, being the same land conveyed by _____
 and recorded in the records of
 said county in Book 0444, Page 0135.

Under the terms of the aforesaid lease, the said property was leased by Lessor to Lessee for a term of Five (5) years from the date thereof and so long thereafter as oil or gas are produced from said land in paying quantities or the lease is otherwise maintained pursuant to the provisions thereof.

Under the terms of said lease, the Lessee has a first option to renew the lease for a further like term, which option must be exercised within sixty (60) days of the expiration of the initial primary term of said lease.

Dated: August 13, 2010.

WITNESS:

LESSOR:

Dale L. Whitlatch (SEAL)

Dale L. Whitlatch

Susan M. Whitlatch (SEAL)

Susan M. Whitlatch

Approved by:

Joseph E. Bojalad, President

TriEnergy Holdings, LLC

Jan Pest
 MARSHALL County 09:38:00 AM
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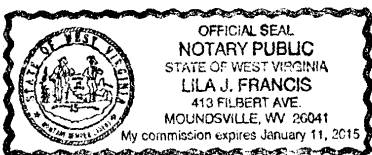
State of WV)
)
 County of MARSHALL) ss:

On the 13 day of August in the year 2010, before me, the undersigned, a
 Notary Public in and for said state, personally appeared Dale L. Whitlatch and Susan M. Whitlatch, his wife,
 personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s)
 is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
 his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person
 upon behalf of which the individual(s) acted, executed the instrument

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: Jan 11 2015

Lila J. Francis
 Notary Public



CORPORATION

State/Commonwealth of: PennsylvaniaCounty of: Allegheny SS:

Before me a Notary Public in and for said county and state personally appeared: Joseph E. Bojalad, the President of TriEnergy Holdings, LLC, the above named corporation, who acknowledged to me that they did execute the foregoing instrument for and on behalf of said corporation, pursuant to authority so to do of said corporation and that the same is the free act and deed of said corporation and of themselves as such officers, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at Sewickley, PA this 15th day of Nov, 2010.

My Commission expires: 9/24/2013Debra W. Reid

Notary Public



STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 13th day of August, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 5th day of November, 2010 at 9:38 o'clock A.

TESTE: Jan Pest Clerk